

**OVERSEAS PRIVATE INVESTMENT CORPORATION  
MINUTES OF THE OPEN SESSION OF THE DECEMBER 12, 2013  
BOARD OF DIRECTORS MEETING**

**Directors:**

Elizabeth L. Littlefield, President & CEO, Overseas Private Investment Corporation, Chair  
Dr. Rajiv Shah, Administrator, U.S. Agency for International Development (via teleconference)  
Ambassador Miriam E. Sapiro, Deputy United States Trade Representative, Office of the  
United States Trade Representative  
Michael J. Warren, Principal, Albright Stonebridge Group  
Maxwell T. Kennedy, Director, Kennedy Enterprises  
Katherine M. Gehl, President & CEO, Gehl Foods, Inc.  
Roberto R. Herencia, President & CEO, BXM Holdings, Inc.  
Terry Lewis, Principal, LIA Advisors, LLC  
James A. Torrey, Director, The Torrey Family Office  
James M. Demers, President, Demers & Blaisdell, Inc.

**Other Attendees:**

Cecily David, Program Analyst, Economic Growth, Education and Environment,  
U.S. Agency for International Development  
Thomas Fine, Director of Services and Investment, Office of the United States Trade Representative  
Michael C. Fuchs, Team Leader, Trade and Project Finance, U.S. Department of Commerce  
Karen F. Travis, International Economist, U.S. Department of Labor  
Janet MacLaughlin, International Economist, U.S. Department of the Treasury  
Joshua Archibald, Financial Economist, U.S. Department of State  
William Metzger, Program Examiner – International Trade, Office of Management & Budget

**Office of the President**

Mimi Alemayehou, Executive Vice President  
John E. Morton, Chief of Staff  
Paula Tufro, Deputy Chief of Staff  
Astri Kimball, Senior Advisor for Policy and Operations  
Keith Kozloff, Director of Accountability

**Office of the Chief Financial Officer**

Allan Villabroza, Vice President and Chief Financial Officer  
Stephanie I. Kaufman, Managing Director, Budget and Resource Planning  
Yvonne Durazzo, Managing Director, Risk Management

**Office of Investment Policy**

Margaret L. Kuhlow, Vice President, Investment Policy  
Mary S. Boomgard, Managing Director, Environmental Impact Analysis Group  
Tara L. Guelig, Senior Labor and Human Rights Analyst  
Lori Leonard, Managing Director, Economic & Development Impact  
Mario Daniel AnthonyTurse, International Economist

**Structured Finance**

Michael S. Whalen, Vice President, Structured Finance  
Tracey L. Webb, Managing Director

**Small and Medium Enterprise Finance**

James C. Polan, Vice President, Small and Medium Enterprise Finance  
Loren S. Rodwin, Managing Director, Micro and SME Finance

**Investment Funds**

William R. Pearce, Acting Vice President, Investment Funds  
Carolyn A. Keating, Director, Private Equity

**Insurance**

John F. Moran, Vice President, Insurance  
Steven Johnston, Managing Director of Political & Sovereign Risk

**Office of External Affairs**

Judith D. Pryor, Vice President, External Affairs  
Aysha House-Moshi, Director of Congressional Affairs  
James W. Morrison, Special Assistant (Congressional and Intergovernmental Affairs)  
Nancy Payne, Communications Director

**Department of Legal Affairs**

Don S. De Amicis, Vice President & General Counsel and Counsel to the Board  
Brian Christaldi, Associate General Counsel, Project Finance  
Merlin Liu, Associate General Counsel, Direct Loans and Housing Finance  
Cindy R. Shepard, Assistant General Counsel  
Connie M. Downs, Corporate Secretary

**Office of Administrative Services**

Dennis Lauer, Vice President, Office of Administrative Services and Chief Information Officer  
Katherine Hansen Schweigart, Compliance Officer

**Office of Human Resources**

Rita Moss, Vice President for Human Resources

## MEETING CALLED TO ORDER

Ms. Littlefield called the meeting to order at 1:54 PM.

### A. PRESIDENT'S REPORT

Ms. Littlefield called on Ms. Downs to report on the outcome of OPIC's Public Hearing in Conjunction with today's meeting. Ms. Downs reported that OPIC published notices of its Public Hearing in Conjunction with today's Board meeting in *The Federal Register*. No requests were received to speak or to submit copy for the record, so the meeting was not held.

Ms. Littlefield then presented her President's Report, a copy of which is incorporated by reference into these minutes as Attachment A.

## TRIBUTES

Ms. Littlefield introduced tributes to former Board members Francisco J. Sánchez and Lael Brainard. Ambassador Sapiro moved to approve and Mr. Warren seconded the motion, and by a unanimous voice vote the following tributes were approved by the Board.

For Mr. Sánchez:

WHEREAS The Honorable Francisco J. Sánchez served as a Director of the Corporation from September 21, 2010;

WHEREAS his valuable leadership, counsel and guidance to the Corporation and his dedication to the objectives of the Corporation have earned him the esteem and respect of his fellow Directors and of the Corporation's Management and staff; and

WHEREAS Mr. Sánchez' service as a Director of the Corporation ended on November 6, 2013;

THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Mr. Sánchez from the Board of Directors, and expresses to him the appreciation and gratitude of his colleagues and their high regard for him as a friend and associate.

For Ms. Brainard:

WHEREAS The Honorable Lael Brainard served as a Director of the Corporation from June 4, 2010;

WHEREAS her valuable leadership, counsel and guidance to the Corporation and her dedication to the objectives of the Corporation have earned her the esteem and respect of her fellow Directors and of the Corporation's Management and staff; and

WHEREAS Ms. Brainard's service as a Director of the Corporation ended on November 8, 2013;


THEREFORE BE IT RESOLVED that this Board notes with regret the departure of Ms. Brainard from the Board of Directors, and expresses to her the appreciation and gratitude of her colleagues and their high regard for her as a friend and associate.

**B. APPROVAL OF THE MINUTES**

Ms. Littlefield moved to the approval of the minutes of the Open Session of the September 19, 2013 Board meeting. Mr. Herencia moved and Ms. Lewis seconded the motion, and by a unanimous voice vote the minutes were approved.

Ms. Littlefield closed the meeting to the public at 1:54 PM.

Respectfully submitted

  
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Connie M. Downs  
Corporate Secretary

## PRESIDENT'S REPORT

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By Elizabeth L. Littlefield  
President & Chief Executive Officer  
December 12, 2013

Good afternoon Board Members.

2013 was a record year for the agency on a number of counts. In Fiscal Year 2013, staff outperformed during a period even when the effects of the sequester were kicking in the hardest. OPIC has had nearly 10% of our FTE positions frozen for the last year with no backfills, so I want to take a moment to commend, congratulate, and thank OPIC's terrific staff throughout the Agency.

As we move into Fiscal Year 2014, we are hopeful – and Tuesday night's potential budget deal gives us a glimmer of hope – that this coming year will provide some relief on the budget side.

As this is our first Board meeting of Fiscal Year 2014 and the last of the calendar year, I want to share with you the highlights of our final Fiscal Year 2013 results. You will get further details later on in this meeting.

### **Development Results:**

On the development side, a full third of our projects in 2013 were to the Low-Income Countries, countries with a GNI of below \$1,800 per capita.

In regards to job creation, the transactions we committed in Fiscal Year 2013 are expected to support over 17,000 jobs in developing countries and over 1,200 jobs in the U.S. That is equivalent to each OPIC employee helping to support more than 77 new jobs in developing countries.

In climate finance, renewable megawatts to be generated from projects committed in Fiscal Year 2013 were a new record at over 1,000 MWs, avoiding roughly 2.4 million tons of CO<sub>2</sub>, which is equal to gas emissions of a half million passenger vehicles, or the annual electricity use of about 330,000 U.S. homes.

### **Financial Results:**

On the financial results front, in 2013, the Agency committed an unprecedented \$3.75 billion in projects, bringing OPIC's portfolio of active projects at year end to \$18 billion.

Commitments are important, but disbursements are even more important since we can't have impact unless we disburse. In Fiscal Year 2013, we closed the year by disbursing over \$2 billion, a 33% increase over disbursements in Fiscal Year 2012.

Our renewable energy projects were up 26% over 2012, including in the wind, solar, hydro-power, and biomass sectors. This is more than a 10-fold increase since 2010.

As we have done for 36 consecutive years, OPIC is generating income for the Federal Government of \$426 million.

Small business remains a key priority. Projects, including small business, were still 3/4 of transactions, although they fell from 2/3 to 1/3 of volumes committed, thanks to a number of very large transactions.

Over the past five years, OPIC financed or insured nearly 400 projects involving U.S. small businesses. These projects were valued at \$6.5 billion.

**Portfolio Breakdown by Region:**

We continue to operate in over 100 countries around the world. We continue to strive for a broad and balanced portfolio, while focusing on low-income countries. That focus on low-income countries drives our focus on Africa, which was 25% of our portfolio, but dropped a bit in Fiscal Year 2013.

The goal of balance also has led to an increase in our portfolio exposure in Latin America and Asia. Thanks to a couple of large transactions, Latin America and the Caribbean has grown to a healthy 28% of our portfolio. We still need to do more work on our portfolio in Asia, and to address this, we will soon be posting a second overseas senior staff member in Bangkok.

To support that effort in Asia, Mimi led an intense trip to Vietnam, Mongolia, Thailand, and Singapore which resulted in a number of very interesting business opportunities.

To support our effort in West Africa, and the President's Power Africa initiative, I led a trip to Senegal, Ghana and Liberia last week - both to countries where we have significant exposure, and those where we have less than we should. In each place we saw the heads of state, government officials, and many prospective and current clients, as well as doing many press conferences and interviews.

In Dakar, we met with a U.S. small business owner, a Wharton grad, who has invested in an agricultural machinery services company that provides field preparation and harvesting services to small farmers on an hourly or per-hectare basis.

In Ghana, we visited the exciting teaching hospital financed by a capital markets issue made possible by OPIC's arbitral award default coverage. The director there told us that the health infrastructure in Ghana has not been updated for 20 years, and OPIC's coverage was modernizing three teaching, seven regional, 90 district, and 320 health centers and mobile clinics.

Liberia has clearly still not recovered from the destructive civil war that destroyed every single power line. Today in a country of about four million, only roughly 14,000 are connected to a power grid. While in Liberia, we did see promising bio-mass generators and other off-grid solutions that are clearly the only way most Liberians will ever receive power. I mentioned the heads of state we saw in each stop, and my trip to Monrovia ended with a delightful dinner for five in a gazebo with Tony Blair and President Johnson Sirleaf in her back yard.

**Announcing OPIC Impact Awards:**

Board members just had a very useful lunch with a few of our clients during our Board Luncheon. On the topic of clients, I want to announce our first inaugural "OPIC Impact Awards", an awards program designed to honor our clients and the best of their work. After a rigorous selection process -- which is now nearly complete -- we will be holding a formal awards ceremony in early 2014 to present the awards to our clients across a slate of seven awards categories, including the "U.S. Small Business Award", the "Development Impact Award", and the "Access to Finance Award", among others.

**Building Long-term Support for the Agency:**

Finally, I want to touch on the most important part of my job; strategic priority number four -- "Building Long-Term Support for the Agency".

As you know, we have been very focused on influencers, especially think tanks since they are powerful third-party validators whose views tend to carry over for multiple years and administrations, and whose influence radiates effectively on the Hill and around the country.

Groups like CSIS, CFR, CGD, Aspen, and Brookings have all written pieces on the future of OPIC in the U.S. Government development architecture, and each and every one advocates for “unleashing” the potential of OPIC and strengthening our capacity.

Our work with these influencers is, of course, tightly tied to our legislative objectives. These remain: 1) resources; 2) reauthorization; and 3) additional flexibilities. I am proud to report that the Hill has been abuzz with positive talk about OPIC as development bills are considered in the House and Senate.

The House Electrify Africa bill, introduced by Chairman Ed Royce, would fulfill these objectives by:

1. re-authorizing OPIC for at least five years;
2. encouraging an increase in OPIC's Administrative budget; and
3. expanding our eligible investor definition.

The Fiscal Year 2015 Budget request, which this Board has approved, would enable OPIC to prudently ramp up staff across all of the departments, and it is our fervent hope that the recent positive budget dialog may lead to a budget within striking distance of our request.

Before closing, I want to thank Don DeAmicis, OPIC’s Vice President & General Counsel and Counsel to the Board, for his superb service and stalwart support of OPIC and the Board. It has been a pleasure to work with him, and we wish him all the best.

I would also like to recognize Joshua Archibald, our new liaison from the Department of State. Welcome.

Finally, I’d like to thank OPIC staff for the work they do every day in service of our clients and our development mission, and you, our Board, for the support and oversight you provide that enables the agency to deliver such exceptional results.

This concludes my report.